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Exhibit A

Proposed Order

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*Attorneys for Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION,

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

- ☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric
Company
☒ Affects both Debtors

** All papers shall be filed in the Lead
Case, No. 19-30088 (DM).*

Bankruptcy Case
No. 19-30088 (DM)

Chapter 11

(Lead Case)

(Jointly Administered)

**[PROPOSED] ORDER PURSUANT TO 11 U.S.C.
§ 327(e), FED. R. BANKR. P. 2014(a) AND 2016,
AND THE ORDER AUTHORIZING THE
DEBTORS TO EMPLOY PROFESSIONALS
USED IN THE ORDINARY COURSE OF
BUSINESS FOR AUTHORITY TO RETAIN AND
EMPLOY STEPTOE & JOHNSON LLP AS
SPECIAL COUNSEL FOR THE DEBTORS
EFFECTIVE AS OF THE PETITION DATE**

1 Upon the Application, dated March 24, 2020 (the “**Application**”),¹ of PG&E Corporation
2 (“**PG&E Corp.**”) and Pacific Gas and Electric Company (the “**Utility**”), as debtors and debtors in
3 possession (collectively, “**PG&E**” or the “**Debtors**”) in the above-captioned chapter 11 cases
4 (the “**Chapter 11 Cases**”), pursuant to section 327(e) of title 11 of the United States Code
5 (the “**Bankruptcy Code**”) and Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure
6 (the “**Bankruptcy Rules**”), for authority to retain and employ Steptoe & Johnson LLP (“**Steptoe**” or the
7 “**Firm**”) as special counsel for certain matters for the Debtors effective as of the Petition Date, all as
8 more fully set forth in the Application; and this Court having jurisdiction to consider the Application
9 and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, and the Order Referring
10 Bankruptcy Cases and Proceedings to Bankruptcy Judges, General Order 24 and Rule 5011-1(a) of the
11 Bankruptcy Local Rules for the United States District Court for the Northern District of California (the
12 “**Bankruptcy Local Rules**”); and consideration of the Application and the requested relief being a core
13 proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28
14 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been provided to the
15 parties listed therein, and it appearing that no other or further notice need be provided; and this Court
16 having reviewed the Application, the Edelstein Declaration, the Prior Edelstein Declaration, and the
17 Loduca Declaration; and upon the record of the Hearing (if any was held) and all of the proceedings had
18 before the Court; and this Court having found and determined that the relief sought in the Application is
19 in the best interests of the Debtors, their estates, creditors, shareholders, and all parties in interest; and
20 that the legal and factual bases set forth in the Application establish just cause for the relief granted
21 herein; and after due deliberation and sufficient cause appearing therefor,

22 IT IS HEREBY ORDERED THAT:

- 23 1. This Application is granted as provided herein.
- 24 2. The Debtors are authorized, pursuant to section 327(e) of the Bankruptcy Code and
25 Bankruptcy Rules 2014(a) and 2016, to retain and employ Steptoe as special counsel under the terms

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28 ¹ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application.

1 and conditions set forth in the Application and the Edelstein Declaration, which are appropriate under
2 the terms of these Chapter 11 Cases, effective *nunc pro tunc* to the Petition Date.

3 3. The Debtors are authorized to continue to employ Steptoe in connection with the Specific
4 Matters as set forth in the Application and the Edelstein Declaration, which are appropriate under the
5 terms of these Chapter 11 Cases, and to engage Steptoe as special counsel in connection therewith under
6 section 327(e) of the Bankruptcy Code.

7 4. Prior to the filing of this Application, Steptoe was compensated pursuant to the OCP
8 Order. Following entry of this Order, for the period beginning February 1, 2020, Steptoe shall be
9 compensated in accordance with, and will file, interim and final fee applications for allowance of its
10 compensation and expenses and shall be subject to sections 330 and 331 of the Bankruptcy Code, the
11 Bankruptcy Rules, the Bankruptcy Local Rules, the Fee Guidelines, the Interim Compensation
12 Procedures Order, and any further order of the Court.

13 5. Steptoe shall be reimbursed for reasonable and necessary expenses as provided by the
14 Fee Guidelines.

15 6. Fees paid and expenses reimbursed prior to entry of this Order under the OCP Order shall
16 not be subject to this Order.

17 7. Steptoe shall use reasonable efforts to avoid any duplication of services provided by any
18 of the Debtors' other retained professionals in these Chapter 11 Cases.

19 8. Notice of the Application as provided therein shall be deemed good and sufficient notice
20 of the Application.

21 9. Steptoe shall provide reasonable notice to the Debtors and the U.S. Trustee of any
22 increase of Steptoe's hourly rates as set forth in the Edelstein Declaration.

23 10. To the extent the Application is inconsistent with this Order, the terms of this Order shall
24 govern.

25 11. This Court shall retain jurisdiction to hear and determine all matters arising from or
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1 related to the implementation, interpretation, or enforcement of this Order.

2 **END OF ORDER**

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